

GATX

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

RECORDATION NO. 3854-K
FILED 1425

MAY 23 1985 - 8 55 AM

MAY 21, 1985

INTERSTATE COMMERCE COMMISSION

Secretary of the Interstate
Commerce Commission
Washington, D.C.

LAW DEPARTMENT

No. 5-143A021

Date MAY 23 1985

Fee \$ 10.00

RE: General American Transportation Corporation
Equipment Trust Series 63

ICC Washington, D. C.

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of April 30, 1985, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our checks for \$10.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on June 2, 1966, under Recordation No. 3854.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

Manufacturers Hanover Trust Company
600 Fifth Avenue
New York, New York 10020
Attention: Mr. Daniel A. Ursitti, Jr.

GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: Robert W. Mitchell

If you have any questions, feel free to call me at (312) 621-6603.

Very truly yours,

Janice M. Alonso
Janice M. Alonso

/jma
3905D

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 63

REGISTRATION NO. *3804-K* Filed 1425

MAY 23 1985 -8 45 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 30, 1985
TO EQUIPMENT TRUST AGREEMENT DATED AS OF JUNE 1, 1966

BY AND BETWEEN

MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of April 30, 1985 by and between Manufacturers Hanover Trust Company, as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of June 1, 1966 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 63, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act on June 2, 1966, Recordation No. 3854; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of April 30, 1985.

MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE

By: 

VICE PRESIDENT

ATTEST:

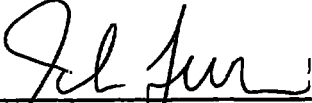


Assistant Secretary

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: 

ATTEST:



Assistant Secretary

3790D

STATE OF _____)

) ss.:

COUNTY OF _____)

On this 10th day of MAY, 1985, before me personally appeared D. A. URSITTI, JR., to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said COMPANY, that said instrument was signed and sealed on behalf of said COMPANY by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

Notary Public, State of New York
No. 41-6276425
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 30, 1986

* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this April 30, 1985, before me personally appeared Robert W. Mitchell, to me personally known, who, being by me duly sworn, said that he is Treasurer of GATX Corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 63
CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 103-W	4,000	GATX 2549.	\$ 7,503.00	\$ 8,226.00	\$ 8,226.00	5-1960	5-1960
1 Tank Car	DOT 103-W	6,000	GATX 1465.	9,739.00	10,678.00	10,678.00	7-1960	7-1960
1 Tank Car	DOT 103-W	10,000	GATX 87671.	10,118.00	7,712.00	7,712.00	3-1958	3-1958
1 Tank Car	DOT 103-W	10,000	GATX 87721.	11,038.00	9,606.00	9,606.00	4-1959	4-1959
1 Tank Car	DOT 103-W	12,500	GATX 76375,	14,285.00	12,608.00	12,608.00	7-1958	7-1958
2 Tank Cars	DOT 103-W	12,500	GATX 76376, 76379.	14,285.00	12,608.00	25,216.00	8-1958	8-1958
1 Tank Car	DOT 103A-W	8,000	GATX 81708.	12,522.00	15,224.00	15,224.00	11-1961	11-1961
7 Tank Cars	DOT 103AL-W	8,000	GATX 73590, 73598, 73674, 73679, 73680, 73682, 73685.	14,286.00	12,609.00	88,263.00	7-1958	7-1958
1 Tank Car	DOT 103AL-W	10,000	GATX 54820.	16,337.00	16,157.00	16,157.00	6-1959	6-1959
1 Tank Car	DOT 103AL-W	10,000	GATX 73546.	12,448.00	8,711.00	8,711.00	8-1956	8-1956
5 Tank Cars	DOT 103AL-W	10,000	GATX 73618, 73620, 73638, 73641, 73643.	13,587.00	9,508.00	47,540.00	9-1956	9-1956
6 Tank Cars	DOT 103AL-W	10,000	GATX 73646, 73647, 73651, 73653, 73656, 73657.	13,587.00	9,508.00	57,048.00	10-1956	10-1956
1 Tank Car	DOT 103AL-W	10,000	GATX 73660.	14,968.00	11,660.00	11,660.00	5-1957	5-1957
1 Tank Car	DOT 103AL-W	10,000	GATX 73666.	12,900.00	10,049.00	10,049.00	5-1957	5-1957

SCHEDULE 1

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 63

CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 103AL-W	10,000	GATX 73668.	\$12,927.00	\$ 9,853.00	\$ 9,853.00	2-1958	2-1958
1 Tank Car	DOT 103AL-W	10,000	GATX 75024.	14,334.00	10,031.00	10,031.00	11-1956	11-1956
2 Tank Cars	DOT 103AL-W	10,000	GATX 87027, 87036.	14,351.00	10,939.00	21,878.00	4-1958	4-1958
1 Tank Car	ICC 111A100-W-1	20,000	GATX 85694.	14,603.00	22,699.00	22,699.00	10-1965	10-1965
2 Tank Cars	ICC 111A100-W-1	20,000	GATX 86488, 86489.	13,397.00	20,824.00	41,648.00	11-1965	11-1965
1 Tank Car	ICC 114A340-W	12,200	GATX 94891.	12,970.00	19,620.00	19,620.00	2-1966	2-1966
1 Tank Car	ICC 111A60-W-1	8,000	GATX 71359.	10,148.00	15,351.00	15,351.00	4-1966	4-1966
1 Tank Car	ICC 111A60-W-1	10,000	GATX 8943.	10,544.00	15,950.00	15,950.00	1-1966	1-1966
2 Tank Cars	ICC 111A60-W-1	10,000	GATX 21695, 21698.	10,099.00	15,698.00	31,396.00	7-1965	7-1965
1 Tank Car	ICC 111A60-W-1	10,000	GATX 87632.	12,607.00	19,070.00	19,070.00	4-1966	4-1966
1 Tank Car	ICC 111A60-W-1	10,000	GATX 88163.	10,542.00	15,947.00	15,947.00	4-1966	4-1966
1 Tank Car	ICC 111A60-W-1	10,000	GATX 88179.	10,902.00	16,491.00	16,491.00	1-1966	1-1966
1 Tank Car	ICC 111A60-W-1	20,000	GATX 85699.	27,086.00	40,974.00	40,974.00	3-1966	3-1966
1 Tank Car	ICC 111A60-W-1	20,000	GATX 94919.	22,135.00	35,820.00	35,820.00	6-1966	6-1966
1 Tank Car	ICC 111A60AL-W	10,000	GATX 8219.	14,950.00	22,615.00	22,615.00	3-1966	3-1966
1 Tank Car	ICC 112A340-W	33,500	GATX 83390.	19,805.00	30,785.00	30,785.00	12-1965	12-1965
1 Tank Car	ICC 112A340-W	33,500	GATX 96769.	18,827.00	30,467.00	30,467.00	5-1966	5-1966

SCHEDULE 1
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 63
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
2	Airslide Cars	L0	3,660 Cu.Ft. GACX 43120, 43127.	\$13,773.00	\$17,285.00	\$ 34,570.00	10-1957	10-1957
4	Airslide Cars	L0	3,660 Cu.Ft. GACX 43121, 43131, 43132, 43135.	13,773.00	17,285.00	69,140.00	9-1957	9-1957
56						\$833,003.00		

SCHEDULE 11
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 63
CARS TO BE SUBSTITUTED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
12 Tank Cars	DOT 111A60-W-1	12,500	GATX 21451-21457, 21459, 21465, 21466, 21468, 21469.	\$39,854.00	\$39,245.00	\$470,940.00	9-1980	9-1980
1 Tank Car	DOT 111A60-W-1	22,000	GATX 24682.	46,262.00	45,555.00	45,555.00	10-1980	10-1980
1 Tank Car	DOT 111A100-W-1	20,000	GATX 52667.	41,595.00	40,960.00	40,960.00	10-1980	10-1980
6 Tank Cars	DOT 111A100-W-1	18,000	GATX 58061, 58063, 58067, 58097-58099.	46,703.00	45,990.00	275,940.00	10-1980	10-1980

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